

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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April 20, 1999

RECORDATION NO.

8618-B
FILED 15'

APR 22 '99

3-23 PM

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Release of a Conditional Sale Agreement ("CSA"), dated as of March 18, 1999, and executed by the Mercantile-Safe Deposit and Trust Company. The CSA and an assignment thereof are dated as of December 1, 1976. The units covered by the CSA are

- 20 MLW 2,000 h.p. diesel locomotives, bearing road numbers CN 2560 through 2579;
- 35 GP-40 3,000 h.p. diesel locomotives, bearing road numbers CN 9633 through 9667; and
- 15 SD-40 3,000 h.p. diesel locomotives, bearing road numbers CN 5279 through 5293.

The CSA and the assignment were recorded with the ICC on December 20, 1976 and assigned recordation numbers 8618 and 8618-A, respectively.

The parties to the CSA and the assignment are:

Vendors: General Motors of Canada Limited (Diesel Division)

MLW Industries (Division of Bombardier-MLW Limited)

Vendee: Canadian National Railway Company

Assignee

of Vendors: Mercantile-Safe Deposit and Trust Company

Barbara C. McQuinn

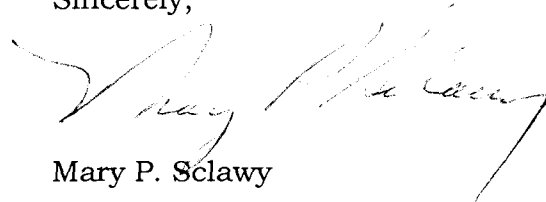
Secretary
April 20, 1999
Page 2

Enclosed is our check in the amount of \$26.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48063-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference 2038-04

RECORDATION NO. **8618-B**

FILED

RELEASE dated as of March 18, 1999.

APR 22 '99

3-23 PM

WHEREAS, General Motors of Canada Limited (Diesel Division) & MLW Industries (Division of Bombardier-MLW Limited) as vendors (the "Vendors") and **Canadian National Railway Company** as vendee (the "Railroad") entered into a Conditional Sale Agreement dated as of December 1, 1976 (the "CSA") covering the units of railroad rolling stock more particularly described in Schedule A hereto (the "Equipment");

WHEREAS, each of the Vendors and **Mercantile-Safe Deposit and Trust Company** as assignee (the "Trustee") entered into an Agreement and Assignment dated as of December 1, 1976 (the "Assignment") whereby, among other things, the Vendors assigned, transferred and set over unto the Trustee all their right, title and interest in the CSA and the Equipment thereunder;

AND WHEREAS, the Railroad has fully discharged and satisfied all of its obligations under the CSA (including the full repayment of all amounts of principal and interest under the 8% Conditional Sales Indebtedness [as defined in the CSA] due December 1, 1982 and the 8.5% Conditional Sales Indebtedness due December 1, 1991).

NOW THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the Trustee does hereby release, in favor of the Railroad, all its right, title and interest in the Equipment.

IN WITNESS WHEREOF, the Trustee has caused this Release to be executed for the public record, by its officer thereunto duly authorized, as of the day and year first above written.

**MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,**
as trustee

By:
Its:

Constance S. Phipps
vice president

Note: On December 20, 1976 at 9:35 A.M., the CSA and the Assignment were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C. §11301) and assigned recordation numbers 8618 and 8618-A, respectively.

CN File Reference: 2038-04

STATE OF MARYLAND

)

In the matter of a Release

) ss:

dated as of March 18, 1999

CITY OF BALTIMORE

)

On this 1st day of April, 1999, before me personally appeared Constance S. Philpot, to me personally known, who, being by me duly sworn, says that he / she is vice president of Mercantile-Safe Deposit and Trust Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marian D. Allen
Notary Public

My commission expires: 11/1/2002

[Notarial Seal]

SCHEDULE A—SPECIFICATIONS OF THE EQUIPMENT

<u>Builder</u>	<u>Plant Location</u>	<u>Type</u>	<u>Builder's Specification (Contract Number)</u>	<u>Quantity</u>	<u>Railroad's Road Numbers</u>
MLW Industries (Division of Bombardier- MLW Limited)	Montreal, Quebec	MLW 2,000 h.p. Diesel locomotives	MLW Specification M-420 MLW Inquiry 417-74 CN Specification R-20-D dated May 1973	20	CN 2560 through CN 2579, inclusive
General Motors of Canada (Diesel Division)	London, Ontario	GP-40 3,000 h.p. Diesel locomotives	GM Specification DD 8091 dated 3 January 1972 GM Order No. C-396 CN Specification F-30-1 dated October 1975	20	CN 9648 through CN 9667, inclusive;
General Motors of Canada (Diesel Division)	London, Ontario	GP-40 3,000 h.p. Diesel locomotives	GM Specification DD 8091 dated 3 January 1972 GM Order No. C-396 CN Specification F-30-1 dated October 1975	15	CN 9633 through CN 9647, inclusive
General Motors of Canada (Diesel Division)	London, Ontario	SD-40 3,000 h.p. Diesel locomotives	GM Specification DD 8087 dated 3 January 1972 GM order No. C-389 CN Specification F-30-1 dated October 1975	15	CN 5279 through CN 5293, inclusive
				70	

* Computed at a rate of exchange of .983133 U.S. = one Canadian Dollar.